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Charter and By-Laws

United Engineering Society
29 West Thirty-ninth Street
New York, N. Y.

Third Revision
May, 1917.

Incorporated under Chapter 703
Laws of the State of New York
May 11, 1904

Wm H BIXBY
Society 65
Engineering Foundation 18
Engineering Council p. 20 + (22 for Associates)
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AN ACT

TO INCORPORATE

UNITED ENGINEERING SOCIETY

BECAME A LAW MAY 11, 1904, WITH THE APPROVAL OF THE GOVERNOR. PASSED, A MAJORITY BEING PRESENT.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

SECTION 1.

Charles F. Scott, Albert R. Ledoux, Theodore Dwight, Charles Kirchhoff, Charles Wallace Hunt, Frederick R. Hutton, Schuyler Skaats Wheeler, Bion J. Arnold, James M. Dodge and their successors shall be and hereby are created and constituted a body corporate by the name and title of United Engineering Society, to take effect from the time this act shall become a law.

SECTION 2.

The objects of the corporation hereby created shall be the advancement of the engineering arts and sciences in all their branches, and to maintain a free public engineering library.

SECTION 3.

The corporation hereby created shall maintain its principal office in the City of New York, State of New York, and it shall have the general powers and privileges of a corporation as the same are declared in chapters thirty-five and forty-three of the general laws, and in addition thereto shall have power:

1. To take real and personal property by grant, devise or bequest, and to use, maintain, occupy, lease, mortgage and convey the same.

2. For any of its lawful corporate purposes to make, issue, negotiate and sell its promissory notes, bonds or certificates of indebtedness.

The excess of the receipts of said corporation over its expenditures, if any, shall be used for the advancement of the engineering arts and sciences in such manner as may be prescribed by its by-laws.

Section 4.

The corporate powers and privileges conferred upon and granted and to be granted to the corporation hereby created shall be exercised by a Board of Trustees, which shall consist at first of the aforementioned: Charles F. Scott, Albert R. Ledoux, Theodore Dwight, Charles Kirchhoff, Charles Wallace Hunt, Frederick R. Hutton, Schuyler Skaats Wheeler, Bion J. Arnold, James M. Dodge. The qualifications and term of office of such trustees, the manner of filling vacancies in the Board of Trustees, the manner of electing successors to the said trustees, the manner and cause of removal, and the method of resignation of members of the Board of Trustees, shall be provided for by the by-laws of the corporation. No member of the Board of Trustees shall receive any pecuniary compensation for his services. The by-laws of the corporation hereby created shall be adopted by its first Board of Trustees by the affirmative vote of at least a majority thereof. Such by-laws may thereafter be amended or repealed in the manner therein prescribed.

Section 5.

The premises and property which shall at any time belong to or be held in trust by the corporation hereby created, or the trustees thereof, including all endowments made to it, shall not nor shall any part thereof be subject to taxation.

Section 6.

The Supreme Court shall possess and exercise a supervisory power over the corporation hereby created, and may at any time, on reasonable notice of application therefor to the Board of Trustees, compel from the Board of Trustees, a full account of the execution of its trusts, and the trustees shall at any time render a like full account of the execution of their trusts on the request of either branch of the legislature.

Section 7.

Any building erected by the corporation hereby created shall be used perpetually, in whole or in part, as a meeting place and headquarters for American Institute of Electrical Engineers, American Institute of Mining Engineers, and The American Society of Mechanical Engineers, and for such other scientific associations as may be permanently or temporarily admitted to enjoy such privileges by the Board of Trustees of the corporation

Transfer
Engineers School L... y
June 29, 9

hereby created, subject to such conditions and upon such terms as the by-laws may prescribe. The expenses of maintaining such building shall be provided for in the manner to be declared in the by-laws of the corporation hereby created. Any deficiency in the income of the corporation hereby created necessary to pay its expenses for the maintenance and use of any building erected by it shall be assessed against each of the said American Institute of Electrical Engineers, American Institute of Mining Engineers, and The American Society of Mechanical Engineers, and such other societies as may be permanently or temporarily admitted by the consent of the Board of Trustees of such corporation to the use of said building in such manner and in such proportion as the by-laws may prescribe.

SECTION 8.

This act shall take effect immediately.

STATE OF NEW YORK, }
OFFICE OF THE SECRETARY OF STATE, } *ss.*

I have compared the preceding with the original law on file in this office, and do hereby certify that the same is a correct transcript therefrom and of the whole of said original law.

JOHN F. O'BRIEN,

Secretary of State.

Andrew Carnegie having created a trust for the engineering profession of America in the year 1904 by giving the munificent sum of one and one-half million dollars for the erection of buildings to be administered by the American Institute of Mining Engineers, The American Society of Mechanical Engineers, the American Institute of Electrical Engineers, and the Engineers' Club, and

The Legislature of the State of New York having passed an act which became a law on May 11, 1904, creating United Engineering Society to administer that part of the trust relating to the American Institute of Mining Engineers, The American Society of Mechanical Engineers and the American Institute of Electrical Engineers,

The following By-Laws were approved by the governing bodies of the American Institute of Mining Engineers, The American Society of Mechanical Engineers, and the American Institute of Electrical Engineers, and were unanimously adopted by the trustees of United Engineering Society on the sixteenth day of December, 1904.

A revised edition to incorporate the Library By-Laws was issued in 1913; a second revision in 1916 to provide for The Engineering Foundation, the initial gift for which, of two hundred thousand dollars, was presented by Ambrose Swasey, and a third revision of the By-Laws in 1917 included the necessary changes by the addition of the American Society of Civil Engineers as a Founder Society, together with the revisions of May 1917 to provide for the creation of an Engineering Council to consider matters pertaining to the engineering profession as a whole.

BY-LAWS

Office

1. The principal office of the Society shall be located in the City of New York at such place as the Board of Trustees may from time to time determine.

Seal

2. The corporate seal of the Society shall be circular in form, two inches in diameter, and shall bear in block letters the words,

"UNITED ENGINEERING SOCIETY,
New York.
Chapter 703, Laws of the State of New York.
May 11, 1904."

UNITED ENGINEERING SOCIETY, NEW YORK
AMERICAN SOCIETY OF CIVIL ENGINEERS FOUNDED 1852
A S C E
A I M E
A E I E
CHAPTER 703, LAWS OF THE STATE OF NEW YORK MAY 11, 1904

Objects and Powers.

3. The objects of this Society shall be to advance the engineering arts and sciences in all their branches, and to maintain a free public engineering library.

4. The Society shall have power and authority to receive, conserve, invest and re-invest, hold in trust and administer such moneys or other property as it may receive from any source for its own purposes or for any other endowment or activity within the scope of its charter.

Founders' Certificate

5. Participation in the founding of United Engineering Society by the Founder Societies shall be evidenced by a Founders' Certificate, which shall set forth the name of the founding society or association, the fact that it was one of the equal contributors to the foundation, and the names of the other contributors, and shall be executed in the manner required for the execution of legal documents. It shall in addition thereto bear the signatures of the members of the original Board of Trustees or a majority thereof. The entry of an additional Founder Society shall be evidenced by a similar certificate modified to conform to the facts, and executed by the Board of Trustees or a majority thereof.

6. Each Founders' Certificate shall bear in place of a consecutive number, the characteristic word in the title of the Association to which it is issued, such as "Civil," "Mining," "Mechanical," "Electrical."

Founder's Agreement

7. Each Founder Society shall, with United Engineering Society and with each other, as a condition of becoming a Founder Society, enter into the agreement which is appended to these By-Laws.

Associates

8. Any other scientific association or other society admitted by the Board of Trustees to enjoy any privileges of United Engineering Society or the use of its building shall be known as an "Associate."

9. The Board of Trustees may at any time admit Associate Societies for such period and upon such terms and conditions as it may from time to time determine.

Associate's Agreement

10. Before any Associate Society shall be admitted to enjoy the privileges of United Engineering Society or the use of its building, it shall comply with such regulations as the Board of Trustees shall prescribe, and enter into an agreement with United Engineering Society in such form as the Board of Trustees may require. Said agreement shall in addition to such other provisions thereof as the Board of Trustees may approve, contain an agreement on the part of such Associate Society, that it will pay when due all assessments levied against it pursuant to the provisions of these By-Laws.

Election of Trustees

11. The corporate powers and privileges of the Society shall be exercised by the Board of Trustees, which shall have full control and management of its affairs.

12. The Board of Trustees shall consist of twelve members, three of them representing the American Society of Civil Engineers, three of them representing the American Institute of Mining Engineers, three of them representing The American Society of Mechanical Engineers, and three of them representing the American Institute of Electrical Engineers.

13. Each of the Founder Societies shall, at the outset, elect, appoint or designate its representatives upon the Board of Trustees by making provision for the expiration of the terms of office of said representatives so that the term of one shall expire on the adjournment of the next ensuing annual meeting; that of another one (1) year thereafter, and that of another two (2) years thereafter. The American Society of Civil Engineers, the American Institute of Mining Engineers, The American Society of Mechanical Engineers, and the American Institute of Electrical Engineers shall each annually elect or appoint one of its members as a Trustee of United Engineering Society, to serve for a term of three years.

14. A vacancy in the Board of Trustees, caused by the resignation, removal or death of a Trustee, shall be filled by the Founder Society by which he was elected.

15. The election of a Trustee shall be evidenced to United Engineering Society by a written certificate, executed by such officers of the Founder Society as the governing board thereof may specify.

Term of Office of Trustee

16. The term of office of one Trustee from each Founder Society shall expire in each year on the adjournment of the Annual Meeting of United Engineering Society; but each Trustee shall continue to serve as such until his successor shall have been elected and shall qualify.

17. A Trustee shall not be eligible for more than two terms consecutively.

Removal

18. Any Trustee may be removed at any time by the Founder Society by which he was elected. Such removal shall be certified to the Board of Trustees in the same manner as the election of a Trustee.

19. Whenever a Trustee ceases to be a member of the Founder Society from which he was elected, and the fact is so

certified by any executive officer of his society, pursuant to a resolution of its governing body, he shall immediately cease to be a Trustee.

Resignation

20. Should a member of the Board of Trustees or an officer resign at any time, such resignation shall be presented to the Secretary in writing, and shall take effect immediately, unless a future date is named in the resignation. A Secretary's resignation shall be presented to the President. No acceptance of a resignation shall be necessary, but in the case of a resignation of a Trustee, immediate notice of it shall be given to the Founder Society by which he was elected.

Changing Number of Trustees

21. If, when there are no vacancies, the number of Trustees shall for any reason be either reduced or increased from twelve, any action or proceeding which, according to any provisions of these By-Laws, requires the vote of nine Trustees or of more than a majority of the Trustees, shall require and may be taken upon the vote of a majority of the representatives of each Founder Society upon the Board of Trustees as such board shall then be constituted.

Meetings

22. Stated meetings of the board shall be held monthly except in the months of July and August at the office of the Society, on the fourth Thursday of each month, at such hour as the Rules may provide, or if that day falls on a holiday, then at the same hour upon such other business day as the Board shall direct. Notice need not be given of stated meetings of the Board.

23. Special meetings of the Board shall be called at any time upon the request of the President or any three Trustees.

24. Notice of special meetings shall be given to each Trustee by letter posted in New York City at least five days prior to the date of the meeting.

25. Notice of special meetings shall state the business to be transacted thereat and no other business shall be transacted at such meeting.

Quorum

26. A majority of the Board of Trustees shall constitute a quorum for the transaction of business. When less than a quorum is present at a stated or special meeting, the members present may adjourn the meeting to any specified date and time, and if the adjournment be to a subsequent hour of that day, no notice of such adjournment shall be required; but if such meeting

be adjourned to any subsequent day, the Secretary shall forthwith give notice to each member of the Board of Trustees, stating the day, hour and place to which such meeting shall have been adjourned, but failure to do this shall not invalidate the meeting.

Notice

27. Whenever under the provisions of these By-Laws notice is required to be given to any Trustee, Officer or Founder Society, it shall be sufficient if given in writing and deposited in the Post Office or letter box in a post-paid sealed wrapper addressed to such Trustee, Officer or Founder Society at his or its address as the same appears on the books of this Society and the time of the sending of such notice shall be deemed to be the time when the same shall have been deposited in the mail.

28. Any Trustee, Officer or Founder Society may waive any notice required to be given under these By-Laws by filing with the Secretary a written statement to that effect.

Annual Meeting

29. The annual meeting of the Board of Trustees shall be its regular meeting, held in the month of January in each year, as prescribed in sections 22 to 25 of these By-Laws. The new Board of Trustees shall hold a meeting immediately after the adjournment of the Annual Meeting to elect officers for the ensuing year.

Officers

30. The Officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer.

31. The Officers of the Society shall be elected by ballot, and the affirmative vote of at least a majority of the Board of Trustees shall be necessary in order to elect. A vacancy in any such office shall be filled by the Board of Trustees in the same manner.

32. The President and each Vice-President shall be elected from the members of the Board of Trustees.

33. The Secretary and Treasurer may or may not be members of the Board of Trustees.

34. Each of the Officers shall hold office until the adjournment of the Annual Meeting subsequent to his election and until his successor shall be elected and shall have qualified.

35. The Board of Trustees may at any meeting, by an affirmative vote of seven members, elect an Assistant Treasurer

to hold office until the adjournment of the Annual Meeting subsequent to his election, or for such shorter period as the Board may determine.

36. To provide for emergencies or upon sufficient cause appearing to it, the Board of Trustees may delegate exclusively or concurrently to any officer or committee any of the powers or duties which according to these By-Laws are vested in any other officer or committee.

37. Any officer of the Society may be removed at any time by the affirmative vote of seven Trustees.

President

38. The President shall exercise a general care and supervision over the business affairs and property of the Society subject at all times to the direction of the Board of Trustees, and shall do and perform all acts usually incident to the office of President which are or may be authorized or required by any law or ordinance.

39. It shall be the duty of the President to preside at all meetings of the Board of Trustees, to countersign all checks, drafts and notes and upon the order of the Board of Trustees to sign, execute and deliver documents, legal instruments and papers.

First Vice-President

40. It shall be the duty of the First Vice-President to preside at meetings of the Board of Trustees in the absence or disability of the President.

41. The First Vice-President shall be vested with all the powers of the President in the event of his permanent disability or absence from the country.

Second Vice-President

42. It shall be the duty of the Second Vice-President to preside at meetings of the Board of Trustees in the absence or disability of the President and First Vice-President.

43. The Second Vice-President shall be vested with all the powers of the President in the event of the permanent disability or absence from the country of both the President and First Vice-President.

Secretary

44. The Secretary shall attend all sessions of the Board of Trustees and act as clerk thereof. He shall record all its proceedings in a book to be kept for that purpose, and he shall attend to the giving and serving of all notices of the Society.

45. He shall be the custodian of the corporate seal and shall impress the seal upon all documents, instruments, certificates and papers when ordered so to do by the Board of Trustees.

46. He shall have the care and custody of all books, papers, records and materials of the Society, and these shall at all reasonable times be open to the examination of any Trustee of the Society or of any officer of the Founder Societies when specially authorized by their respective boards of management, such inspection to be granted upon application at the office of the Society.

47. He shall attend to such correspondence as may be assigned to him, and he shall in general, under the direction of the Board of Trustees, perform all the duties usually pertaining to the office of Secretary.

48. He shall give the Society a bond in such amount as the Board of Trustees may require, at the expense of the Society, with sureties satisfactory to the Board, for the faithful performance of the duties of his office and the turning over to the Board of Trustees of all books, papers, vouchers, records, money and other property of whatever kind belonging to the Society that have been in his custody.

Treasurer

49. The Treasurer shall be the custodian of the funds of the Society. He shall disburse these funds as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and whenever required shall render to the Board of Trustees, or to the Finance Committee, an account of all his transactions as Treasurer.

50. The securities of the Society shall be deposited by the Treasurer with a Trust Company, to be designated by the Board of Trustees and proper receipts for them shall be obtained and preserved by him.

51. He shall give the Society a bond in such amount as the Board of Trustees may require at the expense of the Society, with sureties satisfactory to the Board, for the faithful performance of the duties of his office and the turning over to the Board of Trustees of all books, papers, vouchers, records, money and other property of whatever kind belonging to the Society that have been in his custody.

52. He shall sign all checks, drafts and notes, and on the order of the Board of Trustees shall countersign documents, legal instruments and papers.

Assistant Treasurer

53. The Assistant Treasurer shall during the absence or disability of the Treasurer perform the duties of the Treasurer,

and such other duties as the Board of Trustees may from time to time prescribe.

54. He shall give the Society a bond, at the expense of the Society, in such sum, with such sureties, and upon such conditions as the Board of Trustees may prescribe.

Bank Account

55. Moneys received by the Society shall be deposited, in the name of the Society, in such bank or banks, trust company or trust companies as the Board of Trustees may from time to time designate.

56. Checks, drafts or money orders drawn to the order of the Society may be endorsed for deposit by the Treasurer or Secretary.

57. All checks, drafts or money orders drawn by the Society shall be signed by the Treasurer and countersigned by the President.

Fiscal Year

58. The fiscal year of the Society shall terminate on the thirty-first day of December in each year.

Contracts

59. No contract shall be made for more than one year without the approval of the Board of Trustees.

Liabilities

60. No obligations or bills shall be contracted for the Society by its officers or others involving a liability or expenditure exceeding one hundred dollars, except as directed by the Board of Trustees.

61. No bills or claims of any character against the Society involving an expenditure exceeding one hundred dollars shall be paid unless the same shall have been audited by the Board of Trustees.

62. No officer of the Society shall incur any liability whatsoever without the authority of the Board of Trustees unless there shall be in the treasury sufficient funds to meet the same, not subject to prior liabilities other than the funded debt.

Budget and Assessment

63. It shall be the duty of the Board of Trustees, at the Annual Meeting to consider the Annual Budget prepared by the Finance Committee, and either to approve it or take such other action thereon as it may deem advisable. The Budget shall in-

clude a statement of any deficit or surplus from the preceding year, the expenses of maintaining the building, the cost of repairs, insurance and renewals, an allowance for a reserve fund not exceeding $25,000 in one year, interest on the funded debt, if any, interest on the entire cost of the ground and building to the Founder Societies, whether the same has been donated or not, and the amount required to meet any obligations of the Society for the current year. The surplus at any time to the credit of the Reserve Fund shall not be included in the Budget for any year.

64. The Board of Trustees shall apportion the total amount specified by the budget among the Founder Societies and the Associate Societies, and each of such societies shall be assessed an amount sufficient to make the total amount assessed equal to the requirements of the budget. The Board shall notify in writing each of such societies of the amount of the assessment imposed against it, and the total amount of the assessment so imposed on each of such societies shall become due and payable on the expiration of thirty days from the giving of such notice, unless the Board shall specify in such notice other time or times when the whole or some portion of the assessment shall become due and payable. That portion of the budget in each year to be assessed against the Founder Societies other than the amount which they may be assessed for allotment of space occupied by them shall be assessed against them in equal amounts. In fixing the amount of the assessment against the respective societies the determination of the Board shall be final, conclusive and binding upon the respective societies and upon each of them.

65. A similar assessment shall be levied by the Board of Trustees upon any Associate Society admitted during the fiscal year for which the budget shall have been prepared. In fixing the amount of such assessment the Board shall take into consideration also the portion of the fiscal year during which such society shall be entitled to enjoy the privileges of the Society and the use of its building. Its action in fixing the amount of the assessment so to be paid and the time of its payment shall be final, conclusive and binding upon the society so admitted during such fiscal year.

Reserve Fund

66. The Board of Trustees may by a majority vote of its total membership direct the investment and reinvestment from time to time of the Reserve Fund and by a like vote apply the same or any part thereof toward the retirement or payment of bonds or other obligations of the Society other than sums paid to it pursuant to the Founder's Agreement provided for in Section 8 of these By-Laws. Excepting as above provided for, no appropriation shall be made out of the Reserve Fund save by the

affirmative vote of nine Trustees, which nine shall include a majority of the representatives of each Founder Society, and no payment shall be made out of said Reserve Fund for the repayment of sums advanced or paid to this Society by any Founder Society pursuant to any Founder's Agreement provided for in Section 8 of these By-Laws, excepting in accordance with the provisions of such Founder's Agreement.

Authorization of Mortgage

67. No mortgage covering the real property of the Society or any portion thereof shall be authorized by the Board of Trustees except by the affirmative vote of nine Trustees of United Engineering Society after thirty days' written notice has been given to all the members of the Board.

Default

68. Upon the default of an Associate Society for the period of sixty days in payment of any assessment, its allotment shall terminate immediately.

69. Upon default of a Founder Society in payment of any assessment, the Secretary of United Engineering Society shall immediately give written notice of such default to the President and Secretary of such society.

70. Upon a Founder Society defaulting in payment of any sums which in the Founder's Agreement, provided for in Section 8 of these By-Laws, it has agreed to pay, or in payment of any assessment for expenses levied against it, in pursuance of these By-Laws of United Engineering Society, for one year, its allotment shall terminate, and upon its defaulting for three years, it shall cease to have any representation on the Board of Trustees, and to have any connection with or interest in United Engineering Society or its property, and all its right to participate in the privileges of United Engineering Society and the use of its building under the provision of these By-Laws or the act incorporating United Engineering Society or otherwise, shall forthwith cease and terminate.

71. The Board of Trustees may from time to time in its discretion, by the affirmative vote of not less than nine of its members, which nine shall include a majority of the representatives of each Founder Society, extend the time for the payment of any assessment, providing no such extension shall be for a period longer than one year, and no one default shall be extended for periods in the aggregate exceeding three consecutive years; and by a similar vote the Board may relieve any society from the consequences of any default for less than three years in the pay-

House Committee

78. The Secretaries of the Founder Societies and of the United Engineering Society shall be a House Committee, of which the Secretary of the United Engineering Society shall be Chairman.

ment of the assessment levied against it, upon such terms as the Board may determine.

Statements

72. The Board of Trustees shall submit to the Founder Societies in January of each year, a statement of the financial condition of the Society, together with the Budget for the current year.

Committees

73. The Board shall have authority to appoint Standing and Special Committees. The duties of such Committees shall be as the By-Laws may designate or as the Board shall direct. Membership on all Standing Committees shall terminate with the adjournment of the annual meeting in each year, or as soon thereafter as the new members shall have qualified. The President of the Board of Trustees shall be a member of all committees ex-officio.

Finance Committee

74. The Board of Trustees at the Annual Meeting shall appoint a Finance Committee to consist of one member of the Board from each Founder Society.

75. The Finance Committee shall advise the Board of Trustees in regard to the investment and safekeeping of all funds and securities of the Society and shall advise all boards and committees on matters relating to income and expenditure.

76. The Finance Committee shall prepare for the Annual Meeting a report of the operations of the past year and of the financial condition of the Society at the end of that year, and shall submit a budget of the revenues and expenditures to be expected during the new year.

77. The Finance Committee shall determine the form of all accounts kept for the Society and its various boards and committees. It shall recommend the assessments to be levied for the use of office space and halls, and shall discharge such other duties in financial matters as the Board of Trustees may from time to time direct.

House Committee

78. The Board of Trustees at the Annual Meeting shall appoint a House Committee to consist of the Secretaries of the Founder Societies. The chairman of this committee shall be appointed by the Board of Trustees.

79. It shall be the duty of the House Committee to have general oversight and executive charge of the building of United Engineering Society and of its use. It may adopt rules to govern

the use of the building, but such rules may be amended at any meeting of the Board of Trustees without notice of intention so to do.

80. The House Committee shall have power to engage and to discharge all employees for whose work the committee is responsible.

81. The House Committee shall carry on negotiations and make recommendations in regard to the allotment of space in the building and shall audit all bills incurred for its needs.

82. The members of the House Committee may attend the meetings of the Board of Trustees and take part in its deliberations, but shall have no vote. All action taken or recommended by the House Committee shall be reported to the Board of Trustees for approval.

Library

83. The Board of Trustees shall maintain and conduct a free public Engineering Library, in conformity with an agreement duly ratified by the Founder Societies and subject to such regulations as the Board of Trustees may from time to time determine.

84. The Library shall be conducted by a Library Board, subject to the direction of the Board of Trustees.

85. The Library Board shall be composed as follows:

Four members designated by each of the Founder Societies.

The Secretary of each of the Founder Societies.

The Director of the Library, who shall also be the Secretary of the Board.

One member shall be designated by each Founder Society each year to serve four years.

Any vacancy occurring among the appointed members shall be filled by the corresponding Founder Society for the unexpired term.

86. Regular meetings of the Library Board shall be held on the second Thursday of January, May and October of each year. Special meetings may be called at the option of the Chairman, on not less than seven days' notice, and must be called by the Chairman, on the written request of not less than nine members. A quorum shall consist of not less than nine members, of whom at least four shall be appointed members, including at least one such member from each of the Founder Societies.

87. At its first regular meeting in each calendar year the Library Board shall elect one of its members to be Chairman for a period of one year or until his successor is elected. At the same meeting the Library Board shall elect from its own mem-

bers an Executive Committee to consist of an equal number of members from each of the Founder Societies, to serve for one year. The Chairman of the Library Board shall be ex-officio a member and Chairman of the Executive Committee. The Director of the Library shall be ex-officio Secretary of the Executive Committee of the Library Board, but shall have no vote. The Chairman of the Library Board shall be privileged to attend the meetings of the Board of Trustees for the purpose of participating, without vote, in the discussion of questions which concern the Library. Notice of each called and adjourned meeting of the Board of Trustees shall be sent to the Chairman of the Library Board.

88. If less than a quorum be present at a meeting of the Library Board the members present may adjourn the meeting to a day fixed.

89. The Library Board shall have authority, subject to the Board of Trustees, to administer the Library and the income of any funds held by the Society for providing revenues for library purposes.

90. At the first meeting of each calendar year the Library Board shall present to the Board of Trustees and to the Founder Societies a full report of its acts during the past year, including a financial statement of its receipts and disbursements and its general recommendations for the coming year as to policy and finance.

91. A regular meeting of the Executive Committee shall be held on the first Wednesday of each month except July and August. Special meetings may be called by the Chairman. A majority of the members shall constitute a quorum, but a less number than a quorum may adjourn the meeting to a day fixed. The Secretary of any of the Founder Societies may be present at any meeting and shall have the same right as members to be heard, but shall not vote. Notice of each called and adjourned meeting shall be sent to each such Secretary.

92. The Executive Committee shall be the representative of the Library Board and shall execute the instructions of the Library Board; and whenever necessary shall take any action for which the Library Board has authority, reporting such action for approval to the Library Board at the next following meeting of said Board.

93. The Director of the Library shall be appointed by the Board of Trustees from a list of names submitted by the Library Board.

94. The Director of the Library shall be the executive of the Library Board and of its Executive Committee, and, subject to the direction of said Board and Committee, shall have charge of the Library.

95. The Director of the Library shall be a member and the Secretary of the Library Board, but not a member of Executive Committee.

96. At each meeting of the Library Board the Director of the Library shall submit a written report containing his recommendations for the purchase of books and supplies, and for any changes in service or in the work of the Library.

The Engineering Foundation

97. The United Engineering Society shall establish and maintain a fund to be known as The Engineering Foundation.

98. The Engineering Foundation shall be controlled and administered by a board to be known as The Engineering Foundation Board. It shall have discretionary power under the By-Laws in the disposition of funds received by it from the United Engineering Society for the purposes of The Engineering Foundation.

99. The Engineering Foundation Board may use any part of such funds and in any manner which it deems proper, for the furtherance of research in science and engineering, or for the advancement in any other manner of the profession of engineering and the good of mankind; and may make known to the world the results of its undertakings by publication, by public lectures or by other means in its discretion.

100. The Engineering Foundation Board shall consist of eleven members, each elected by United Engineering Society at an annual meeting and serving for a term of three years or less, or until his successor is elected, and eligible for re-election for one term of three years or less, or until his successor is elected. Should United Engineering Society for any reason fail to elect at an annual meeting, election shall be made as soon thereafter as may be practicable.

101. The Engineering Foundation Board shall be constituted as follows:

From United Engineering Society while remaining members of its Board of Trustees or until their successors are elected, four members, consisting of one representative of each Founder Society.

From each Founder Society, upon the nomination of its governing body, one member not a member of the Board of Trustees of United Engineering Society.

Two members at large.

The President of United Engineering Society ex-officio.

102. Any vacancy occurring in The Engineering Foundation Board may be filled by the Board of Trustees of United Engineering Society.

100. The Engineering Foundation Board shall consist of sixteen members, each to serve for a term of three years or until his successor is elected, and to be eligible for re-election for one term, except as stipulated in Section 101. Terms shall expire at annual meetings of the Engineering Foundation Board.

101. Fifteen members shall be elected by United Engineering Society as follows: One Trustee of United Engineering Society representing each Founder Society, two members from each Founder Society nominated by its governing body, who are not Trustees of United Engineering Society, and three members at large. The President of United Engineering Society, ex officio, shall be a member of the Engineering Foundation Board. The term of each member who is elected as a Trustee of United Engineering Society shall be limited to the time he remains a Trustee. Elections by United Engineering Society shall be at its annual meetings, or as soon thereafter as practicable. Vacancies shall be filled in the same manner as the original election.

102. Regular meetings of the Engineering Foundation Board shall be held on the second Thursday of February, May, September and December of each year. The February meeting shall be the Annual Meeting. Special meetings may be called at the option of the Chairman on not less than seven days' notice, and must be called by the Chairman or Secretary on the written request of three or more members. No business shall be transacted at a special meeting other than that stated in the call.

103. A quorum of the Engineering Foundation Board shall be five members.

104. At the annual meeting, the Engineering Foundation Board shall elect from among its members a Chairman and two Vice-Chairmen to serve for one year, or until their successors are elected.

105. There shall be an Executive Committee of five members, namely, the Chairman, two Vice-Chairmen and two members of Engineering Foundation Board elected at the annual meeting.

106. The Board at the annual meeting shall elect a Secretary to serve for one year or until his successor is elected. The Secretary shall have no vote unless he is a member of the Board.

(Amended April 25, 1918.)

(Amended April 20, 1918.)

103. Regular Meetings of The Engineering Foundation Board shall be held in the months of February, May, September and December of each year. The February meeting shall be the Annual Meeting. Special meetings may be called at the option of the Chairman on not less than seven days' notice, and must be called by the Chairman or Secretary on the written request of three or more members. No business shall be transacted at a special meeting beyond that stated in the call.

104. A quorum of The Engineering Foundation Board shall consist of three or more members.

105. The Engineering Foundation Board shall elect one of its members at the annual meeting in February to be its Chairman, to serve for one year or until his successor is elected.

106. The Board at this same meeting shall select a Secretary to serve for one year or until his successor is selected. The Secretary shall have no vote unless he is a member of the Board.

107. The Treasurer of United Engineering Society shall be the Treasurer of The Engineering Foundation and shall attend the meetings of The Engineering Foundation Board, but shall have no vote unless a member of the Board.

108. The Engineering Foundation Board shall prepare and present to the annual meeting of United Engineering Society a report covering the work which it has undertaken during the year and the progress made, together with a complete and itemized financial statement.

Educational Work

109. The Board of Trustees shall co-operate with the Founder and Associate Societies in giving public lectures on engineering and scientific subjects and in arranging for the conduct of such educational and research work as may from time to time be deemed advisable.

Access to Building

110. The members in good standing of the American Society of Civil Engineers, the American Institute of Mining Engineers, The American Society of Mechanical Engineers, the American Institute of Electrical Engineers, and of the Associate Societies shall at all reasonable times have free access to the building and any parts that are for general use, subject to the provisions of these By-Laws.

111. Any person violating such Rules as may have been established for the use of the building, may, by direction of the Board of Trustees, be refused admittance to the building for such period as the Board may determine.

Founder's Allotment

112. The Board of Trustees shall issue to the Founder Societies certificates to be known as "Founder's Allotments," evidencing the assignment by the Board, of the portions of the Society's building therein designated, to the individual use of the societies to which the same are issued. Each said Founder's Allotment shall also specify what portions, if any, of the building are reserved to the individual use of the society to which the same is issued for any particular period of each year or for any designated days or portions thereof. The allotment evidenced by such certificate shall remain in force unaltered and unimpaired except by the mutual consent of the Board and the society to which the same may be issued, or until revoked by the Board, pursuant to three years' written notice given to the Founder Society.

Associate's Allotment

113. The Board of Trustees shall issue to the Associate Societies certificates to be known as "Associate's Allotments," evidencing the assignment by the Board of the portions of the Society's building therein designated to the individual use of the societies to which the same are issued. Each Associate's Allotment shall specify what portions, if any, of the building are reserved to the individual use of the society to which the same is issued for any particular periods of each year or for any designated days or portion thereof. The allotment thereby evidenced shall be for such period of time and terminate on such notice and in such manner as the Board of Trustees may determine.

Engineering Council

In order to provide for convenient cooperation between the four Founder Societies, for the proper consideration of questions of general interest to engineers and to the public and to provide the means for united action upon questions of common concern to engineers, the United Engineering Society shall, in addition to its other activities and entirely separate therefrom, establish and maintain a department to be known as the Engineering Council.

114. Each Founder Society shall have five representatives on the Engineering Council. These representatives shall be designated by the governing body of such Society and shall hold office for three years; provided, however, that when the first appointment of such representatives is made, one shall be appointed for one year, two for two years, and two for three years.

115. The United Engineering Society shall have four representatives on the Engineering Council, who shall be chosen by its Board of Trustees. Such representatives shall be men not

already designated by a Founder Society, and shall hold office for three years, provided, however, that when the first appointment of such representatives is made, one shall be appointed for one year, one for two years, and two for three years.

116. The Council may speak authoritatively for all member societies on all public questions of a common interest or concern to engineers, unless objection be made by a majority of the representatives present of one of the Founder Societies or by one-fourth of the representatives present and voting. It shall defer any action which is opposed as aforesaid; such suspended action shall be referred to the governing bodies of the societies whose representatives have protested, for an expression of opinion of a veto upon further action, and may then be reconsidered if such societies have agreed.

117. The Council shall elect annually (at its annual meeting) from the representatives a Chairman, and two Vice-Chairmen; also a Secretary, who may or may not be a representative.

118. The expenses of the Engineering Council shall be disbursed out of such funds as the Trustees of United Engineering Society shall from time to time provide for that purpose.

119. The Engineering Council shall hold an annual meeting in New York in the month of February and such other meetings as the Council may decide.

120. A quorum shall consist of one-third of the total number of representatives upon the Council.

121. An Executive Committee to serve one year shall be constituted of six members, of which the Chairman, and two Vice-Chairmen shall be members. It shall transact necessary business between meetings of the Council, but shall take no action binding the Council upon debatable questions of engineering concern.

122. The Council shall have authority to make rules for its own guidance, not inconsistent with these by-laws.

123. The Trustees of United Engineering Society may elect to membership in the Engineering Council other national engineering or technical societies, under such rules as the Council prescribes provided their nomination and said rules have the unanimous approval of the governing bodies of the four Founder Societies.

124. The Council shall keep a record of its proceedings and transmit, after each meeting, a copy of the same to the Board of Trustees of United Engineering Society.

Amendments

125. The Board of Trustees may alter, amend, rescind or add to these By-Laws at a regular meeting by the affirmative

vote of not less than nine Trustees, which nine shall include a majority of the representatives of each Founder Society, provided the approval in writing has been given by the governing board of each Founder Society and that a written notice of such proposed amendments shall have been mailed to each member of the Board of Trustees not less than three weeks before action is to be taken upon the proposed amendment.

126. Amendments of the By-Laws, which do not effect any change in the number or mode of election of Trustees, or in the qualifications, terms of office of Trustees, or mode of filling vacancies in the Board of Trustees, may be made as provided above in Section 125, save that the approval of the governing boards of the Founder Societies shall not be required.

MAY 24 1918

(Adopted February 21, 1918)

United Engineering Society shall not be assessed for its representatives.

MAY 24 1918

WM H ELXBY

(Adopted February 21, 1918)

United Engineering Society shall not be assessed for its repre-
dentatives.

Adopted at meeting Feb. 21, 1918.

ENGINEERING COUNCIL

ENGINEERING SOCIETIES BUILDING
29 WEST THIRTY-NINTH STREET
NEW YORK

MAY 24 1918

May 22, 1918

2 encl

ADF/avc

ENGINEERING COUNCIL
ENGINEERING SOCIETIES BUILDING
29 WEST THIRTY-NINTH STREET
NEW YORK

MAY 24 1918

May 22, 1918

General William H. Bixby,
428 Custom House,
St. Louis, Mo.

Dear General Bixby:

In accordance with your request, I am enclosing a copy of the Charter and By-Laws of the United Engineering Society revised to date. On pages 20 and 21, you will find the by-laws relating to Engineering Council. I am also enclosing a copy of the Rules for Admission of Additional Societies to Membership in Engineering Council.

The American Society for Testing Materials has been formally nominated for membership in the Council. Action upon this nomination will be taken by Engineering Council at its meeting June 20. I have received a letter from Secretary Marburg indicating that the Society for Testing Materials will be pleased to become a member of Engineering Council.

If there is further information, which I can give you on this matter, please call upon me.

Very truly yours,

Alfred D. Flinn,
Secretary

2 encl

ADF/avc

Appendix

THE FOUNDER'S AGREEMENT

As Provided for in Section 7 of the By-Laws.

"MEMORANDUM OF FOUNDER'S AGREEMENT "entered into this tenth day of August, 1916, between UNITED "ENGINEERING SOCIETY, party of the first part, AMERI- "CAN INSTITUTE OF MINING ENGINEERS, party of the "second part, THE AMERICAN SOCIETY OF MECHANI- "CAL ENGINEERS, party of the third part, AMERICAN "INSTITUTE OF ELECTRICAL ENGINEERS, party of the "fourth part, and THE AMERICAN SOCIETY OF CIVIL "ENGINEERS, party of the fifth part.

"The party of the first part being incorporated by an Act "of the Legislature of the State of New York which became a "law May 11th, 1904, and being the owner of land and a building "erected thereon known as the Engineering Societies Building, "located on West 39th Street, in the Borough of Manhattan, in "the City of New York, and the parties of the second, third and "fourth parts having been heretofore Founder Societies of the "party of the first part, and having together with said party of "the first part on or about January 26th, 1905, executed an "agreement known as the Founder's Agreement as provided for "in the By-Laws of the party of the first part, and the party of "the fifth part having become an additional Founder Society of "the party of the first part, with like rights and relations in and "with the party of the first part, and with the parties of the sec- "ond, third and fourth parts, as those heretofore possessed and "existing by and between the parties of the first, second, third "and fourth parts, and the parties of the second, third and fourth "parts having heretofore each made certain payments or advances "by way of contribution to the United Engineering Society under

"and upon the terms of Treasurer's receipts, provided for in said "Founder's Agreement, and the party of the fifth part hereto "having heretofore agreed, as its contribution to said United En- "gineering Society, and in lieu of the contribution which it would "have made under said original Founder's Agreement if it had "been originally a Founder Society, to pay the cost of the en- "largement of the said building, not exceeding however, the sum "of $250,000 as is more fully provided for by agreement between "the parties hereto dated the tenth day of August, 1916, such "contribution by the party of the fifth part to be made under and "upon the terms of the Treasurer's receipts of the party of the "first part hereinafter set forth, and

"WHEREAS, for the aforementioned contributions hereto- "fore made by each of the parties of the second, third and fourth "parts, such Treasurer's receipts have been issued, and

"WHEREAS, the parties of the second, third, fourth and "fifth parts hereto are desirous of enjoying the privileges of "Founder Societies of the said party of the first part as provided "for in the By-Laws of the said United Engineering Society, now "these presents WITNESSETH:

"The parties of the second, third, fourth and fifth parts do "severally, each for themselves and not for each other, promise "and agree to and with each other and with the party of the first "part, to permanently maintain their principal offices in the build- "ing of the party of the first part, subject to the provisions of "the By-Laws of the United Engineering Society as they now "exist or may hereafter be amended, such agreements of the "parties of the second, third and fourth parts being effective "now, and such agreement of the party of the fifth part to become "effective from, and beginning with the time of the completion of "the enlargement above mentioned. The amounts heretofore con- "tributed to the party of the first part by the parties of the sec- "ond, third and fourth parts having been paid and advanced "under and upon the terms of Treasurer's receipts of the party of "the first part issued at par for the amounts so paid or advanced "from time to time in the following form, it is agreed that the "contribution of the party of the fifth part for, or towards the "cost of making the enlargement of the building hereinabove "mentioned, not exceeding the sum of $250,000 shall likewise be "paid and advanced under and upon the terms of such Treas- "urer's receipts of the party of the first part, which shall be "issued at par for the amounts so paid or advanced from time to "time, such Treasurer's receipts to be in the following form, to "wit:

" 'TREASURER'S RECEIPTS.'

" 'THIS CERTIFIES THAT UNITED ENGINEER-
" 'ING SOCIETY (herein called the payee) has received from
" 'American of
" 'Engineers (herein called the payor) the sum of
" 'dollars ($) to be used and invested by the payee in
" 'carrying out its corporate purposes, said amount being so paid
" 'as part consideration for the admission of the payor as a
" 'Founder Society of the payee, under and subject to the by-
" 'laws of the payee.

" 'IT IS AGREED by the payor that interest on the amount
" 'of this receipt is and will be deemed discharged by privileges
" 'accorded to the payor as a Founder Society as provided in the
" 'by-laws of the payee, and that no right to recover any of the
" 'principal of such amount or interest thereon, shall exist so long
" 'as the payee shall be in existence and perform its corporate
" 'functions. Neither this receipt nor the claim for the amount
" 'evidenced thereby is transferable and any assignment or en-
" 'cumbrance of said receipt or claim, shall make the same void.
" 'Neither this receipt nor said claim shall be redeemable or pay-
" 'able excepting out of such portion of the reserve fund of the
" 'payee as may be appropriated therefor by a vote of the major-
" 'ity of the representatives of each of the Founder Societies on
" 'the Board of Trustees of the payee, as such Board shall then
" 'be constituted, it being understood that any such appropriation,
" 'if made, shall be applied pro rata upon such of the claims rep-
" 'resented by treasurer's receipts issued to and then held by
" 'such of the Founder Societies as shall then be represented in
" 'the Board of Trustees of the payee. This receipt and the claim
" 'evidenced thereby, shall not be subject to any indebtedness
" 'of the payor to the payee and shall become void as an evidence
" 'of indebtedness or obligation to said payor in case said payor
" 'shall for any cause cease to have representation upon the Board
" 'of Trustees of the payee.

" 'UNITED ENGINEERING SOCIETY.
" ' . . . . . Treasurer.
" ' . . . . . President.
" 'Dated, New York . . . . . 19 .'

"AND EACH OF THE PARTIES OF the second, third, "fourth and fifth parts hereto does further covenant and agree "severally, and each only for itself, to and with each other, and to

"and with the party of the first part, that it will abide by and "comply with the by-laws of the party of the first part and will "pay when due all assessments levied against it, in accordance "with the by-laws of the party of the first part. The party of "the first part, in consideration of this agreement, has adopted "its by-laws, and has admitted or will admit the parties of the "second, third, fourth and fifth parts hereto, as Founder Societies, "in accordance with the provisions thereof, and has acquired "property and assumed obligations for the purpose, among other "things, of enabling it to accord privileges in its building to the "parties of the second, third, fourth and fifth parts, and this "instrument is executed by the parties of the second, third, fourth "and fifth parts hereto in consideration thereof, and to induce "said party of the first part to take such action. And each of "the several parties hereto has assumed the obligations herein "contained in consideration of the agreements and obligations of "each of the other parties hereto.

"This agreement is entered into in lieu of, and as a sub- "stitute for the Founder's Agreement heretofore entered into be- "tween the first four parties hereto, it being agreed however, that "the Treasurer's receipts heretofore issued pursuant to the orig- "inal Founder's Agreement shall remain operative and of the "same order of validity and priority as Treasurer's receipts to be "issued hereunder to the party of the fifth part,

"IN WITNESS WHEREOF, the several parties hereto "have caused these presents to be executed by their respective "officers and their corporate seals to be hereunto affixed."

NOTE

The agreement reproduced above was executed by United Engineering Society and the four Founder Societies, August 10, 1916, and the corporate seals of the contracting parties thereto affixed.

LIBRARY AGREEMENT.

The Library Agreement referred to in By-Law 83 was executed by United Engineering Society and the first three Founder Societies in February, 1915, and revised to include the American Society of Civil Engineers, August 10, 1916.

AGREEMENT

The American Institute of Mining Engineers
The American Society of Mechanical Engineers
The American Institute of Electrical Engineers
The American Society of Civil Engineers
(Known as the "Founder Societies")
and the
United Engineering Society

in consideration of one dollar by each to the other in hand paid, the receipt whereof is hereby acknowledged, and of the mutual agreements herein contained, hereby agree, each with the other, that:

1st. The present Library of each of the said societies shall remain the property of that Society, each book or other article of each Library shall bear the bookplate of its owner.

2d. The four libraries of the said societies shall be controlled and administered as one Joint Library by the Library Board of the United Engineering Society, in accordance with the By-Laws of that Society.

3d. The future current purchase of books, periodicals and other literature for addition to the Joint Library, shall, under the direction of and with the approval of the Library Board, be made and paid for by the United Engineering Society; and each such purchase shall be the property of and bear the bookplate of the United Engineering Society; except that future purchases by the United Engineering Society of additional numbers to any serial publication now in the Library, shall carry the same bookplate as the earlier numbers and the entire publication shall continue to be the property of the society represented by the bookplate.

4th. The cost of binding, the salaries of the Director and of all assistants, all supplies and other current expenses for the Library, shall, when approved by the Library Board, be paid by the United Engineering Society.

5th. The United Engineering Society, shall, as far as in its judgment its financial condition will permit, pay in each year the current expenses for books and all other costs of the administration of the Joint Library for the same year; and it shall have authority, now conferred by this agreement, to make equal assess-

ments on each of the Founder Societies, to provide such additional funds as may be required, for the payment of said current expenses of the Library.

6th. The Library Board shall not incur nor authorize bills of expense for books, or for the administration of the Library or for any other purpose in excess of the allowance for the Library in the budget of the United Engineering Society for the current year.

7th. The accounts of all income and expenditure for the Library shall be kept in the books of the United Engineering Society and such accounts shall be open to the inspection of any officer of any Founder Society.

8th. This agreement shall not in any way preclude any Founder Society from acquiring by purchase from its own funds, or by gift or exchange, any books, periodicals or other articles for its own library, and placing them in the Joint Library as its own property under its own bookplate.

The care and binding of such books, periodicals or other articles so acquired and placed, shall be at the expense of the United Engineering Society so long as they remain in the Joint Library.

9th. This agreement is to take the place of the Library Agreement heretofore executed to take effect as of January 1st, 1915, by the first three of the above named Founder Societies and the United Engineering Society.

Dated New York, August 10th, 1916.

(Signatures) United Engineering Society,
Charles F. Rand, President.
Joseph Struthers, Treasurer.

American Society of Civil Engineers,
Clemens Herschel, President,
Chas. Warren Hunt, Secretary,
J. Vipond Davies, Director.

American Institute of Mining Engineers,
L. D. Ricketts, President,
Bradley Stoughton, Secretary.

The American Society of Mechanical Engineers,
D. S. Jacobus, President.
Calvin W. Rice, Secretary.

American Institute of Electrical Engineers,
H. W. Buck, President.
F. L. Hutchinson, Secretary.

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